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July 14, 2008

BY EMAIL & OVERNIGHT MAIL

Mr. Mark Reed
Border Management Strategies, LLC
5215 N. Sabino Canyon Drive
Tucson, Arizona 85750

Re: Valenzuela, et al. v. Swift Beef Co., Inc. et al., Case No. 3-06CV2322-N:
Document Subpoena

Dear Mr. Reed:

We represent Swift & Company and Swift Beef Company (collectively, "Swift") in the above-referenced case. In June, plaintiffs' counsel served you with a subpoena *duces tecum* seeking Border Management Strategies' ("BMS") documents related to Swift (the "Subpoena"). Swift's counsel had engaged BMS as a consulting expert to assist it in providing legal advice and services to Swift. Therefore, we believe many of the documents responsive to the Subpoena are protected by the attorney-client privilege, work product doctrine and/or consultative expert privileges (the "Privileged Documents"). Specifically, the attorney-client privilege applies to communications between Swift and BMS and between Swift's counsel and BMS, which were made for the purpose of rendering legal advice to Swift. Similarly, the work product and consultative expert privileges protect documents prepared by BMS, as well as facts and opinions held by BMS.

Based on our review of those documents BMS has identified as responsive to the Subpoena, which you provided to us and are marked as BMS01-830, we have determined that the following categories of documents are privileged:

1) communications between Swift's counsel, BMS and Swift reflecting BMS' involvement in formulating a legal strategy for addressing an anticipated enforcement action by U.S. Immigration and Customs Enforcement ("ICE"), formulating a legal response to ICE's enforcement actions and assessing the legal risk to Swift related to potential and actual enforcement actions;

2) communications between Swift's counsel, BMS and Swift, including draft documents, related to the creation of internal policies designed to demonstrate Swift's

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compliance with applicable immigration law (final versions of any policy, shared with ICE, are not considered privileged); and

3) communications between Swift's counsel, BMS and Swift related to BMS' analysis of Swift's compliance with applicable immigration law, including written findings relied on by counsel in formulating strategies to address ICE enforcement actions and any legal exposure on matters related to Swift's compliance with immigration laws.

As counsel for Swift, the holder of the privilege, this letter is to inform you that the Privileged Documents should not be produced in response to the Subpoena. Instead, pursuant to Federal Rule of Civil Procedure 45(c)(2)(B) and (d)(2)(A), we request that you serve on Plaintiffs' counsel, on or before July 15, 2008, (i) a written objection to the Subpoena, objecting to the production of the Privileged Documents; and (ii) a privilege log, which we will provide, describing the nature of the withheld documents, communications or tangible things in a manner that, without revealing information itself privileged or protected, will enable the parties to assess the privilege claim. If you are not willing to object in writing by July 15, 2008, as described above, Swift will be forced to file a Motion for Protective Order, requesting that the Court order you not to produce the Privileged Documents. We have agreed to send the remaining documents (the "Non-Privileged Documents") to Plaintiffs' counsel by overnight mail on July 15, 2008.

As you know, Sherman & Howard represents Swift, not BMS or you individually, in this matter. Accordingly, if you have any questions concerning the your rights and obligations under the Subpoena, I urge you to seek the advice of your own counsel.

If you have any questions regarding the foregoing, please do not hesitate to contact me.

Sincerely,



Robert E. Youle

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cc: Eric D. Pearson, Esq. ✓